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ANNUAL AUDITED REPORT

FORM X-17A-5 **PART III**

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING JANUARY 1, 2008 AND ENDING DECEMBER 31, 2008

Washington, DC

A. REGISTRANT IDENTIFICATION NAME OF BROKER-DEALER: **OFFICIAL USE ONLY** M N D PARTNERS, INC. FIRM ID. NO. ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P. O. Box No.) **PROCESSED** c/o GETTENBERG CONSULTING - 40 WALL STREET - 34TH FLOOR MAR **0 9** 2009 THOMSON REUTERS **NEW YORK NEW YORK** (Zip Code) (City) (State) NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT GARY GETTENBERG (212) 668 - 8700 (Area Code - Telephone No.) **B. ACCOUNTANT IDENTIFICATION** INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report* LERNER & SIPKIN, CPAs, LLP

New York

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FOR OFFICIAL USE ONLY

SEC 1410 (06-02)

132 Nassau Street, Suite 1023

Certified Public Accountant

X



^{*}Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

OATH OR AFFIRMATION

I, NEIL CATANIA, swear (or affirm) that, to the best of my knowledge and belief, the accompanying financial statement and supporting schedules pertaining to the firm of MND PARTNERS, INC., as of DECEMBER 31, 2008, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, member, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

, ,	
NONE	
x_	Mr Madd Signature
	(20
	Title
x Christine Coyser Notary Public	CHRISTINE COOPER Notary Public, State of New York No. 01CO6085064 Qualified in Queens County Commission Expires Dec. 23, 2010
This report** contains (check all applicable boxes (x) (a) Facing page. (x) (b) Statement of Financial Condition. (x) (c) Statement of Operations. (x) (d) Statement of Cash Flows. (x) (e) Statement of Changes in Stockholders' (x) (f) Statement of Changes in Liabilities Subsection (x) (g) Computation of Net Capital.	Equity or Partners' or Sole Proprietor's Capital.
 () (h) Computation for Determination of Reser () (i) Information Relating to the Possession of () (j) A Reconciliation, including appropriate 	
	d unaudited Statements of Financial Condition with
(x) (l) An Oath or Affirmation.	
() (m) A copy of the SIPC Supplemental Report() (n) A report describing any material inadequ	rt. uacies found to exist or found to have existed since the
date of the previous audit. (x) (o) Independent Auditors' Report.	

AME OF ORGANIZATION:M N D PARTNERS, INC	NAME OF
DDRESS: _c/o GETTENBERG CONSULTING, 40 Wall Street-34TH Floor, New York, NY 10005	ADDRESS:
DECEMBER 31, 2008	DATE:
EW YORK STOCK EXCHANGE, INC. BROAD STREET - 23rd Floor EW YORK, N.Y. 10005	20 BROAD
tt: Member Firms Department	Att: Meml
entlemen:	Gentlemen
YE, THE UNDERSIGNED members or allied members of M N D Partners, Inc., ave caused an audit to be made in accordance with the prescribed regulations and have arranged or the prescribed financial report based upon such audit.	have cause
We hereby certify that, to the best of our knowledge and belief, the accompanying financial sport prepared as of DECEMBER 31, 2008 represents a true and correct financial statement of ar organization and that the report will promptly be made available to those members and allied embers whose signatures do not appear below.	report prep our organiz
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Michael Commission of the Comm	٤

I, NEIL CATANIA, swear that to the best of my knowledge and belief,

the accompanying financial statements and supporting schedule(s) pertaining to the Firm of MND PARTNERS, INC., as of DECEMBER 31, 2008,

are true and correct. I further swear that neither the Company nor any partner, proprietor, principal officer, director or member has any proprietary interest in any account classified solely as that of customer, except as follows:

No Exceptions

(Signature)

(Title)

(Notary Public)

CHRISTINE COOPER Notary Public, State of New York No. 01CO6085064 Qualified in Queens County Commission Expires Dec. 23, 2010

MND PARTNERS, INC.

STATEMENT OF FINANCIAL CONDITION DECEMBER 31, 2008

ASSETS

Code on London williams	A 577.001
Cash and cash equivalents	\$ 577,371
Due form clearing broker	103,007
Commissions receivable	401,590
Organization expense - net of accumulated	
amortization of \$5,300 (Note 2(e))	700
Total assets	\$1,082,668
10001 035005	\$1,082,000
LIABILITIES AND STOCKHOLDERS' EQU	JITY
Liabilities	
Accounts payable and accrued expenses	<u>\$_522,063</u>
Total liabilities	522,063
•	
Commitments and Contingencies (Note 4)	
Stockholders' equity (Note 5)	
Common stock, no par value, 200 shares	
authorized, 15 shares issued and outstanding.	75,000
Additional paid-in capital	501,000
Retained earnings	(15,395)
Total stockholders' equity	560,605
Total liabilities and stockholders' equity	\$1,082,668

MND PARTNERS, INC.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2008

Note 1 - Nature of Business

MND Partners, Inc., (The "Company") is a New York State corporation formed for the purpose of conducting business as a broker on the floor of the New York Stock Exchange. The Company is registered as a broker-dealer with the Securities and Exchange Commission ("SEC").

The Company operates under the provisions of Paragraph (k) (2) (ii) of Rule 15c3-3 of the Securities and Exchange Commission and, accordingly, is exempt from the remaining provisions of that rule. Essentially, the requirements of Paragraph (k) (2) (ii) provide that the Company clears all transactions on behalf of customers on a fully disclosed basis with a clearing broker/dealer, and promptly transmits all customer funds and securities to the clearing broker/dealer. The clearing broker/dealer carries all of the accounts of the customers and maintains and preserves all related books and records as are customarily kept by a clearing broker/dealer.

Note 2 - Summary of Significant Accounting Policies

a) Revenue Recognition

Securities transactions (and the recognition of related income and expenses) are recorded on a trade date basis. Commission income and related expense are recorded on a settlement date basis. There is no material difference between settlement date and trade date.

b) Income Taxes

The Company has elected to be treated as an "S" Corporation under the provisions of the Internal Revenue Code and New York State tax regulations. Under the provisions, the Company does not pay federal or state corporate income taxes on its taxable income. Instead, the stockholder is liable for individual income taxes on his respective share of the Company's taxable income. The Company continues to pay New York City general corporation taxes.

c) Cash and Cash Equivalents

The Company considers demand deposited money market funds to be cash equivalents. The Company maintains cash in bank accounts which, at times, may exceed federally insured limits or where no insurance is provided. The Company has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk on cash and cash equivalents.

d) Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses.

MND PARTNERS, INC. NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2008

Note 2 - Summary of Significant Accounting Policies (continued)

e) Organization Expense

Organization expense is amortized over 5 years using the straight line method.

Note 3- Profit Sharing Plan

The Company is a sponsor of a defined contribution profit sharing plan for its eligible employees. Contributions to the plan, if any, are determined by the employer and come out of its current accumulated profits. The employer's contribution for any fiscal year shall not exceed the maximum allowable as a deduction to the employer under the provisions of the IRS Code Section 404, as amended, or replaced from time to time. The Company's liability to the plan for the year ended December 31, 2008 was \$-0-

Note 4 - Financial Instruments with Off-Balance Sheet Credit Risk

As a securities broker, the Company is engaged in buying and selling securities for a diverse group of institutional and individual investors. The Company introduces these transactions for clearance to another broker-dealer on a fully disclosed basis.

The Company's exposure to credit risk associated with non-performance of customers in fulfilling their contractual obligations pursuant to securities transactions can be directly impacted by volatile trading markets which may impair the customer' ability to satisfy their obligations to the Company and the Company's ability to liquidate the collateral at an amount equal to the original contracted amount. The agreement between the Company and its clearing broker provides that the Company is obligated to assume any exposure related to such non-performance by its customers.

The Company seeks to control the aforementioned risks by requiring customers to maintain margin collateral in compliance with various regulatory requirements and the clearing broker's internal guidelines. The Company monitors its customer activity by reviewing information it receives from its clearing broker on a daily basis, and requiring customers to deposit additional collateral, or reduce positions, when necessary

Note 5 - Net Capital Requirement

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1) which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 1500%. At December 31, 2008, the Company had net capital of \$545,365, which was \$510,561 in excess of its required net capital of \$34,804. The Company's net capital ratio was 95.73%.

A copy of the Firm's Statement of Financial Condition as of December 31, 2008, pursuant to SEC Rule 17a-5, is available for examination at the Firm's office and at the regional office of the SEC.



132 Nassau Street, New York, NY 10038 Tel 212.571.0064 / Pax 212.571.0074

B-mail: LS@lernersipkin.com

INDEPENDENT AUDITORS' REPORT

To the Officers and Directors of MND Partners, Inc. c/o Accounting and Compliance International 40 Wall Street – 34th Floor New York, NY 10005

We have audited the accompanying statement of financial condition of MND Partners, Inc. as of December 31, 2008. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on the statement of financial condition based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of MND Partners, Inc. as of December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

Lerner & Sipkin, CPAs, LLP Certified Public Accountants (NY)

New York, NY February 6, 2009

MND PARTNERS, INC. INDEPENDENT AUDITORS' COMMENTS

FOR THE YEAR ENDED DECEMBER 31, 2008



132 Nassau Street, New York, NY 10038 Tel 212.571.0064 / Pax 212.571.0074
B-mail: LS@icrnersipkin.com

To the Officers and Directors of MND Partners, Inc. c/o Accounting and Compliance International 40 Wall Street – 34th floor
New York, NY 10005

Gentlemen:

In planning and performing our audit of the financial statements of MND Partners, Inc. as of and for the year ended December 31, 2008, in accordance with auditing standards generally accepted in the United States of America, we considered its internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion of the financial statements but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5 (g) (1) of the Securities and Exchange Commission, we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5 (g), in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3 (a) (11); and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

- 1. Making quarterly securities examinations, counts, verifications, and comparisons, and recordation of differences required by rule 17a-13
- Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control structure or the practices and procedures referred to above, errors or irregularities may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the internal control structure, including procedures for determining compliance with the exemption provisions of Rule 15c3-3, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2008, to meet the Commission's objectives.

Further, that no material differences existed between our computations and your net capital, or determination of the reserve requirements and your corresponding focus report part II A filing.

This report recognizes that it is not practical in an organization the size of MND Partners, Inc. to achieve all the divisions of duties and cross checks generally included in a system of internal accounting control and that alternatively greater reliance must be placed on surveillance by management.

This report is intended solely for the use of management, the Securities and Exchange Commission, and other regulatory agencies, which rely on Rule 17a-5 (g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.

Respectfully submitted,

Sorre & Sipkin, CPAs, LLP

Certified Public Accountants (N.Y.)

New York, NY February 6, 2009

